

GATX

RECORDATION NO. 15214-B FILE 1425

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

No. **7-323A020** NOV 19 1987 - 10 25 AM

Date NOV 19 1987

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

November 17, 1987

ICC Washington, D. C.

Secretary of the Interstate
Commerce Commission
Washington DC 20006

RECORDATION NO. 15213-B FILE 1425

NOV 19 1987 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

NOV 19 10 19 AM '87
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

Re: General American Transportation Corporation
Equipment Lease No. 87-1

Gentlemen:

Enclosed herewith are ten (10) signed copies of Amendment No. 2 to the Equipment Lease and ten (10) signed copies of Amendment No. 2 to Security Agreement Trust Deed, both dated as of October 26, 1987, together with two checks each in the amount of \$10 to cover the filing and recordation fees.

The Equipment Lease was first recorded in the office of the Secretary of the Interstate Commerce Commission on April 23, 1987 under Recordation No. 15213 and was amended by Amendment No. 1 thereto, which was recorded on July 16, 1987 under Recordation No. 15213A. The Security Agreement Trust Deed was first recorded in the office of the Secretary of the Interstate Commerce Commission on April 23, 1987 under Recordation No. 15214 and was amended by Amendment No. 1 thereto which was recorded on May 22, 1987 under recordation No. 15214A.

Both Amendments delete Equipment from the Agreements. The Equipment deleted as well as the Equipment still covered consists of cars described in the Amendments (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in Equipment Lease and the Amendments thereto are:

Wilmington Trust Company,
as trustee under GATC Trust No. 87-1
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administrator

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Vice President, Finance

Handwritten signature: C. A. Schell

The names and addresses of the parties referred to in the Security Agreement and the Amendments thereto are:

Wilmington Trust Company,
as trustee under GATC Trust No. 87-1
Rodney Square North
Wilmington, Delaware 19890
Attention: Corporate Trust Administrator

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
P.O. Box 2258
Baltimore MD 21203
Attention: Corporate Trust Department

If you have any questions, feel free to call me at
(312)621-4578.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Bronna Wasserman".

Bronna Wasserman

BLW:bn
1214B

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/19/87

Bronna Wasserman
ATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/19/87 at 10:25am, and assigned re-recording number(s). 15213-B & 15214-B

Sincerely yours,

Norata R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

AMENDMENT NO. 2 TO EQUIPMENT LEASE

GATC Trust No. 87-1

RECORDATION NO. 15213-8
NOV 19 1987 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT No. 2 TO EQUIPMENT LEASE dated as of October 26, 1987 between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as trustee (the "Lessor") under a Trust Agreement dated as of April 1, 1987, (the "Trust Agreement") for the benefit of CHRYSLER CAPITAL CORPORATION, a Delaware corporation (the "Trustor") and GENERAL AMERICAN TRANSPORTATION CORPORATION, a New York corporation (the "Lessee").

R E C I T A L S:

A. The Lessor and the Lessee have heretofore executed and delivered an Equipment Lease dated as of April 1, 1987, as amended by Amendment No. 1 to Equipment Lease (as so amended, the "Lease") pursuant to which the Lessor leased to the Lessee certain equipment described in Schedule A to the Lease.

B. The Equipment Lease and Amendment No. 1 to Equipment Lease were recorded in the Office of the Secretary of the Interstate Commerce Commission on April 23, 1987 at 3:50 P.M. and July 16, 1987 at 2:05 P.M., respectively, and were given Recordation Nos. 15213 and 15213-A, respectively.

In consideration of the premises and other good and valuable consideration, the Lessor and the Lessee hereby agree as follows:

1. Items of Equipment possessing the identifying marks and numbers (all numbers inclusive) listed in Appendix No. 1 attached hereto are hereby deleted from Schedule A to the Lease and none of the parties hereto shall have any rights or obligations under the Lease with respect to said Items of Equipment.

2. Schedule A to the Lease is hereby amended to read in its entirety as set forth in Appendix No 2 attached hereto.

3. Except to the extent hereby amended and modified, the Lease is in all respects ratified, confirmed and approved.

4. This Amendment No. 2 may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 2 to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

[CORPORATE SEAL]

ATTEST:

By _____

Its _____

WILMINGTON TRUST COMPANY,
not individually but solely
as trustee under GATC Trust
No. 87-1

By _____

Its _____

[CORPORATE SEAL]

ATTEST:

By _____

Its _____

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By _____

Its _____

Consented to as of the date first written above.

[CORPORATE SEAL]

ATTEST:

By *[Signature]*

Its CORPORATE TRUST OFFICER

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, AS SECURITY
TRUSTEE

By *[Signature]*

Its VICE PRESIDENT

6015E

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 2 to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

[CORPORATE SEAL]

ATTEST:

By M. Cushing

Its Assistant Secretary

WILMINGTON TRUST COMPANY,
not individually but solely
as trustee under GATC Trust
No. 87-1

By [Signature]

Its Vice President

[CORPORATE SEAL]

ATTEST:

By Janice M. Alonso

Its Asst. Secretary

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By [Signature]

Its Vice President

Consented to as of the date first written above.

[CORPORATE SEAL]

ATTEST:

By _____

Its _____

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, AS SECURITY
TRUSTEE

By _____

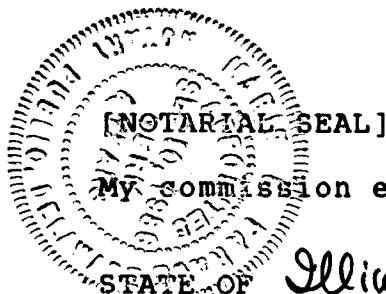
Its _____

6015E

STATE OF Delaware)
COUNTY OF New Castle) SS

On this 26th day of October, 1987, before me personally appeared Thomas P. Laskaris and MARK K. CUSHING, to me personally known, who being by me duly sworn, says that he is a Vice President and Assistant Secretary of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maureen E. Tanace
Notary Public



[NOTARIAL SEAL]

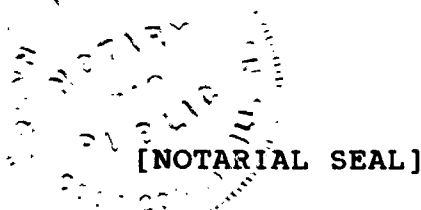
My commission expires:

9/10/90

STATE OF Illinois)
COUNTY OF Cook) SS

On this 30th day of October, 1987, before me personally appeared W.C. Andrews & Tanice Alonso, to me personally known, who being by me duly sworn, says that ~~he~~ ^{she} is a Vice President ~~and Assistant Secretary~~ of GENERAL AMERICAN TRANSPORTATION CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Broun L. Wasserman
Notary Public



[NOTARIAL SEAL]

My commission expires:

March 10, 1988

EXCLUDED EQUIPMENTDESCRIPTION OF ITEMS OF EQUIPMENTEXCLUDED FROM 87-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>
<u>Tanks</u>				
11106	GATX 26432	1	DOT 105A300W/J100W 25,600 Gal. Ethylene Oxide/Vinyl Chloride	C
10016 (11141)	GATX 28393-28403 28417	12	DOT 111A100W-1 23,150 Gal. Various General Service	A
11130	GATX 30066, 30067 30069, 30071-30076	9	DOT 111A100W-1 14,150 Gal. Titanium Dioxide Slurry	F
10012 (11133)	GATX 30091-30096	6	DOT 111A100W-1 14,150 Gal. Clay	F
11115 (11118)	GATX 30301-30400	100	DOT 111A100W-1 29,200 Gal. Hexene, Octene	A
10013	GATX 34336-34355	20	DOT 111A100W-1 20,000 Gal. General Service	A

EXCLUDED EQUIPMENTDESCRIPTION OF ITEMS OF EQUIPMENTEXCLUDED FROM 87-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>
<u>Tanks</u>				
11094	GATX 44797, 44798	2	DOT 112S400W 23,800 Gal. Anhydrous Hydrofloric Acid	C
	Subtotal	<u>150</u>		
<u>Freight</u>				
11120	GACX 72739-72769	31	Covered Hopper 5,850 Cu. Ft. Powdered Clay	P
11134	GACX 72837, 72838	2	Covered Hopper 5,850 Cu. Ft. Plastic Pellets	P
	Subtotal	<u>33</u>		
	TOTAL	<u>183</u>		

GENERAL AMERICAN TRANSPORTATION CORPORATION

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>1987-1 Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Tax</u>						
<u>anks - Group 1</u>						
11082*	GATX 44782 - 44796	15	DOT 112S400W 23,800 Gal. Anhydrous Hydrofloric Acid	C	\$ 61,263	\$ 918,945
<u>Tax</u>						
<u>anks - Group 3</u>						
11097	GATX 17899 - 17921	23	DOT 111A100W-1 25,800 Gal. Paraxylene	A	41,964	965,172
11098	GATX 20087 - 20091	5	DOT 105J300W 20,500 Gal. Metallic Sodium	C	68,688	343,440
11104	GATX 5574, 5575	2	DOT 111A100W-1 10,800 Gal. 50% Caustic Soda	E	40,300	80,600
11105	GATX 68801 - 68814 68816 - 68859	58	DOT 105J500W 17,368 Gal. 90-Ton Chlorine	C	52,847	3,065,126
11106	GATX 26388 - 26431	44	DOT 105A300W/J100W 25,600 Gal. Ethylene Oxide/Vinyl Chloride	C	54,941	2,417,404
11108	GATX 65661 - 65685	25	DOT 111A100W-1 14,150 Gal. Clay Slurry	F	47,486	1,187,150

ITC Cars

* Estimated Purchase Price - subject to final design specifications and price.

SCHEDULE A
(to Equipment Lease)

GENERAL AMERICAN TRANSPORTATION CORPORATION1987-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Tanks - Group 3</u>						
11109	GATX 28351 - 28354	4	DOT 111A100W-1 23,150 Gal. Stearic Acid	K	\$ 47,487	\$ 189,948
11112	GATX 66358 - 66382	25	DOT 111A100W-1 26,000 Gal. Toulene	A	37,908	947,700
11113	GATX 28355 - 28370	16	DOT 111A100W-1 23,150 Gal. Aromatics	A	44,328	709,248
11114	GATX 28371 - 28380	10	DOT 111A100W-1 23,150 Gal. General Service	A	44,328	443,280
11118	GATX 30297 - 30300	4	DOT 111A100W-1 29,200 Gal. Alcohol	A	40,039	160,156
11119	GATX 30051 - 30055	5	DOT 111A100W-1 14,150 Gal. Clay Slurry	F	42,940	214,700
11121	GATX 30056 - 30059	4	DOT 111A100W-1 14,150 Gal. Limestone Slurry	F	42,947	171,788
11130	GATX 30060 - 30065 30068 30070	6 1 1	DOT 111A100W-1 14,150 Gal. Titanium Dioxide Slurry	F	43,390	347,120
10012 11133	GATX 30077 - 30090	14	DOT 111A100W-1 14,150 Gal. Clay	F	40,243	563,402

* ITC Cars

** Estimated Purchase Price - subject to final design specifications and price.

GENERAL AMERICAN TRANSPORTATION CORPORATION1987-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Tanks - Group 3</u>						
11125	GATX 34306	1	DOT 111A100W-1 20,000 Gal. Vegetable Oil	A	\$ 43,712	\$ 43,712
11128	GATX 34307 - 34310	4	DOT 111A100W-1 20,000 Gal. Ammonium Thiosulfate	A	47,228	188,912
11136	GATX 34311 - 34335	25	DOT 111A100W-1 20,000 Gal. Refined Vegetable Oil	A	43,621	1,090,525
10016	GATX					
(11116)	28381, 28382	2	DOT 111A100W-1	A	44,310	88,620**
(11117)	28383 - 28392	10	23,150 Gal.		48,178	481,780**
(11139)	28404	1	Various General		44,956	44,956**
(11141)	28405 - 28416 28418 - 28420	15	Service		44,394	665,910**
TOTAL TANKS GROUP 3		<u>305</u>				<u>14,410,649</u>
TOTAL TANKS GROUP 1&3		<u>320</u>				<u>\$15,329,594</u>

* ITC Cars

** Variable Price from original Estimated Purchase Price of \$48,178 due to design changes.

GENERAL AMERICAN TRANSPORTATION CORPORATION1987-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Tax</u>						
<u>Freight - Group 2</u>						
10011* (11144)	GACX 56486 - 56535	50	L.O. Airslide 4,900 Cu. Ft. Starch Flour	L	\$ 61,725	\$3,086,250
<u>Freight - Group 3</u>						
11134	GACX 72815 - 72836	22	Covered Hopper 5,850 Cu. Ft. Plastic Pellets	P	48,847	1,074,634
11124	GACX 72770 - 72814	45	Covered Hopper 5,850 Cu. Ft. Plastic Pellets	P	45,306	2,038,770
TOTAL FREIGHT-GROUP 3		<u>67</u>				<u>3,113,404</u>
TOTAL FREIGHT-GROUP 2&3		<u>117</u>				<u>6,199,654</u>
TOTAL TANK & FREIGHT		<u>437</u>				<u>\$21,529,248</u>

ITC Cars

* Estimated Purchase Price - subject to final design specifications and price.